

**PETITION
FOR THE CREATION OF THE LOWER MAGNOLIA GREEN
COMMUNITY DEVELOPMENT AUTHORITY**

**COUNTY OF CHESTERFIELD, VIRGINIA
JUNE 22, 2007**

WHEREAS, the undersigned (the “Petitioner”) is the owner of certain parcels of land located in the County of Chesterfield, Virginia, (the “County”), Matoaca Magisterial District, containing 1,896.59 acres, more or less, in the aggregate, and more particularly described on Exhibit A attached hereto and made a part hereof (the “Lower Magnolia Green Property”); and

WHEREAS, the Petitioner intends to develop the Lower Magnolia Green Property as a mixed-use development consisting of residential, commercial and office components, with recreation facilities and other amenities, generally consistent with the Conceptual Plan for the Lower Magnolia Green Property dated February 1, 2007, prepared by Timmons Group, entitled “Lower Magnolia Green Conceptual Plan” (the “Conceptual Plan”), a copy of which is attached hereto as Exhibit B as a part hereof, all of which will provide additional residential, business and recreational opportunities for the citizens of the County, as well as infrastructure improvements benefiting the citizens of the County, and which will increase employment opportunities and expand the tax base of the County; and

WHEREAS, the Petitioner proposes to create a community development authority as permitted under Sections 15.2-5152, *et seq.*, and other applicable provisions of Chapter 51, Title 15.2 of the Code of Virginia of 1950, as amended (the “Act”) to provide financing for certain infrastructure improvements necessary to meet the increased demands placed upon the County as a result of development within the community development authority district;

NOW, THEREFORE, the Petitioner respectfully requests that the Board of Supervisors of the County (the “Board”) adopt an ordinance (the “Ordinance”) creating the Lower Magnolia

Green Community Development Authority pursuant to the provisions of the Act, and in support of such request, the Petitioner represents and states as follows:

1. **Standing and Jurisdiction.** The Petitioner is the owner of all of the Lower Magnolia Green Property to be included in the community development authority district. All such real estate is located wholly within the County.

2. **Name and Boundaries of the Proposed District.** The Petitioner requests that the Board create the Lower Magnolia Green Community Development Authority (the “CDA”) pursuant to the authority granted in the Act. The initial boundaries of the CDA district (the “District”) will be as described on Exhibit A attached hereto and made a part hereof. The boundaries of the CDA may be changed only in one of the following ways:

A. **Before Creation of the CDA.** Before the CDA is created, the Petitioner may, at its sole option, withdraw from this Petition, and from the CDA, up to 270 acres of land to be used for construction of the proposed golf course as shown generally on the Conceptual Plan (the “Golf Course Land”).

B. **After Creation of the CDA But Before Bonds Are Issued.** If the Petitioner does not withdraw the Golf Course Land from the CDA prior to the CDA’s creation in accordance with paragraph A above, the Board of Supervisors may, after the CDA is created but before bonds are issued, adopt an ordinance removing up to 270 acres from the CDA for the Golf Course Land if requested to do so by the Petitioner, the Petitioner’s successor(s) in interest, or the Board of the CDA. Additionally, the Board of Supervisors may, after the CDA is created but before bonds are issued, adopt an ordinance removing up to 55 additional acres from the CDA if requested to do so by the Petitioner, the Petitioner’s successor(s) in interest, or the Board of Directors of the CDA.

C. **After Creation of the CDA and After Bonds Are Issued.** After the CDA has been created and bonds have been issued, the Board of Supervisors may, on its own initiative or at the request of the Petitioner, the Petitioner's successor(s) in interest, or the Board of Directors of the CDA, remove from the district *de minimis* portions of land not to exceed twenty-five (25) acres.

Changes in District boundaries, other than to exclude the Golf Course Land, shall not be made unless the Petitioner, its successor(s) in interest or the CDA has provided the County with evidence satisfactory to the County from an appropriate economic and financial consultant that such proposed reduction in the size of the CDA will have a minimal impact on the amount of the assessments necessary to amortize the anticipated Bond indebtedness.

3. **Services and Facilities to be Undertaken by the CDA.** The CDA will undertake to finance, design and construct certain infrastructure improvements pursuant to Section 15.2-5158 of the Act, which infrastructure improvements shall consist of the infrastructure improvements described on Exhibit C attached hereto and made a part hereof (collectively, the "Improvements"). All Improvements will be constructed in accordance with applicable governmental standards after all necessary permits and approvals therefor have been obtained.

4. **Conditions.** This Petition and the obligations of the Petitioner are contingent upon: (a) the Improvements being deemed to be in-kind contributions pursuant to the zoning conditions applicable to the Lower Magnolia Green Property, the cost of which will be applied to the \$1,600 per residential lot cash proffer for road improvements as provided in the zoning conditions; (b) the Improvements being accepted by the County in satisfaction of all

requirements, if any, applicable to the Lower Magnolia Green Property relating to the construction of (i) any portion of the extension of the Powhite Parkway and (ii) any off site improvements other than those improvements specifically described in Section 3C(4) of the 1991 Textual Statement approved by the County in connection with the rezoning of the Lower Magnolia Green Property in 1991; (c) the Department of Transportation having concluded that no further traffic studies will be required in connection with the development of the Lower Magnolia Green Property and the County confirming that no reduction in densities will be permitted or required under the zoning conditions within the Lower Magnolia Green Property as a result of traffic conditions; (d) subject to the condition set forth in the letter dated June 21, 2007 from the County's Director of Planning regarding subdivision and zoning requirements applicable to the Lower Magnolia Green Property, the County having confirmed that development within the Lower Magnolia Green Property and the application of conditions of zoning applicable to the Lower Magnolia Green Property will not require any information from or action by (joint or otherwise) the owner or owners of any other property; (e) the County having confirmed that the obligations of the CDA will be independent from the obligations regarding the development of the Lower Magnolia Green Property and that none of the work to be performed by the CDA will be conditions to the development of Lower Magnolia Green Property or the issuance of any approvals required for development of the Lower Magnolia Green Property; (f) the dedication of land required from the Lower Magnolia Green Property for school, park, library, fire station/rescue squad and public transportation purposes being limited to (i) an elementary school site containing approximately 22 acres at the location shown on the Conceptual Plan (with the boundaries to be adjusted and the size of the site increased if a standard elementary school consistent with the requirements described on Exhibit D attached

hereto cannot be accommodated within the 22 acre site), (ii) a site for a library and a fire station containing approximately 10 acres within Parcel M as shown on the Conceptual Plan, (iii) a park site containing approximately 15.8 acres within the northern portion of Parcel CA as shown on the Conceptual Plan, and (iv) in the event public transportation is available in the area prior to 2010, a site for pickup and discharge of passengers that includes parking, at a location and in a size to be agreed upon by the Petitioner and the County, in accordance with paragraph 3C(7) of the 1991 Textual Statement, it being agreed that the obligation to provide a pickup/discharge site would be satisfied by the execution of an agreement with the County for the joint use of commercial property along Route 360 providing for “park and ride” parking; (g) the amount paid in assessments to the CDA being in lieu of or credited toward, but not be in addition to, any impact fees which might be imposed by the County applicable to the Lower Magnolia Green Property; (h) the County having confirmed that it is the intent of the current Board of Supervisors that the CDA be in lieu of any service district which might otherwise be imposed on the Lower Magnolia Green Property and that if a service district is to be considered by the Board of Supervisors that will affect the Lower Magnolia Green property, the County Administrator shall recommend to the Board of Supervisors that the amount paid in assessments to the CDA be credited on a pro-rata basis toward any assessment imposed pursuant to such a service district; and (i) the inclusion of items (a), (b), (c), (d), (e), (f), (g) and (h) above in the Ordinance creating the CDA. No later than July 1, 2014 the Petitioner shall provide road access to the 15.8 acre park site by a road accepted into the state highway system for maintenance.

5. Proposed Plan for Providing and Financing the Improvements.

A. The Petitioner proposes that the CDA issue bonds (the “Bonds”), which may be taxable or tax-exempt, to pay the costs associated with the design and construction of the

Improvements under the authority of the Act, specifically Sections 15.2-5158 and 15.2-5125 of the Act, as those Sections may be amended. The Bonds shall be issued as soon as can practically be achieved (anticipated to be during the first quarter of 2008) and shall be in a maximum aggregate amount sufficient to pay the costs of the Improvements, to fund certain reserves and capitalized interest and to pay the costs of issuing the Bonds, not to exceed a total of \$35,000,000. It is estimated that approximately \$27,100,000 of Bond proceeds will be available for construction of the Improvements. The proceeds of the Bonds shall be used to pay the cost of the Improvements described in this Petition, the cost of issuing the Bonds and funding any required reserves, and paying capitalized interest on the Bonds for a period of up to thirty -six (36) months after issuance of the Bonds. If the cost of designing and constructing the Improvements exceeds the funds available from the proceeds of the Bonds, the Petitioner shall be solely responsible for paying such excess, subject to the limitations contained in Exhibit C hereto.

B. If the CDA encounters problems in issuing the Bonds due to adverse market conditions, the CDA shall give notice to the Petitioner and provide the Petitioner with an opportunity to assist in issuance of the Bonds.

C. The Petitioner proposes that the CDA request the Board to establish a special assessment upon the property within the District to finance the cost of the Improvements as provided in Section 15.2-5158(A)(5) of the Act. Portions of the Lower Magnolia Green Property which are dedicated for public purposes or which are conveyed to an owners association as open space or common areas shall not be subject to assessment.

D. The CDA or its designee will contract for the design and construction of the Improvements which shall be dedicated to the County or VDOT upon completion. Certain

responsibilities of the County with respect to the development of the Improvements and certain responsibilities of the Petitioner, are summarized in Exhibit C hereto.

6. **Benefits from CDA Construction of Improvements**. The following benefits are expected to be derived from the design and construction of the Improvements by the CDA:

A. The establishment of the CDA will provide for needed infrastructure improvements to serve the residents and businesses in the District, as well as residents and businesses in the surrounding community as necessary to meet the increased demands placed upon the County as a result of development within the Lower Magnolia Green Property, and will permit these infrastructure improvements to be constructed more expeditiously than would otherwise be possible.

B. The Improvements will provide residential, commercial, office and recreational opportunities for County residents and will promote economic development in the County by attracting commercial and office projects that will generate substantial tax revenues for the County and create new jobs.

7. **CDA Board Members**. The board members of the CDA shall be selected under the applicable provisions of Virginia Code Section 15.2-5113.

8. **Counterparts**. This Petition may be executed in counterparts all of which together shall constitute one and the same instrument.

9. **Waiver**. The undersigned is the sole petitioning landowner for the CDA and the owner of 100% of the land contained within the District. By submitting this Petition to the Board, the Petitioner waives its right to withdraw this Petition or its signature thereto at any time after its submission except as specifically provided in Paragraph 2A of the Petition. Additionally, pursuant to Section 15.2-5156B of the Code of Virginia of 1950, the Petitioner

hereby waives mailing of the proposed Ordinance to be considered by the Board entitled “AN ORDINANCE TO AMEND THE CODE OF THE COUNTY OF CHESTERFIELD, 1997, AS AMENDED, BY ADDING CHAPTER 9, ARTICLE XVII, SECTIONS 9-240, 9-241, 9-242, 9-243, 9-244, 9-245, 9-246, 9-247, 9-248 AND 9-249 CREATING THE LOWER MAGNOLIA GREEN COMMUNITY DEVELOPMENT AUTHORITY”, notice of the adoption of such Ordinance and the thirty (30) day period to withdraw its signature from this Petition, as referred to in Section 15.2-5156B of the Code of Virginia of 1950.

10. Time for Action on Petition. This Petition is submitted subject to the condition that if the Board has not voted to authorize establishment of the CDA within four (4) months from the date of this Petition, this Petition shall automatically expire and be of no further force or effect.

11. Determinations of Director of Planning. Petitioner acknowledges receipt of two written determinations by the County’s Director of Planning, (i) one dated April 16, 2007 relating to vested rights (the “Vesting Determination”) as further explained by letters dated May 25, 2007 from the Director of Environmental Engineering and June 21, 2007 from the Director of Planning, and (ii) one dated June 21, 2007 relating to requirements of the subdivision ordinance and interpretations of the 1991 zoning case approval for the Lower Magnolia Green Property (the “Waiver and Requirements Determination”). Petitioner waives any right that it might have to appeal the Vesting Determination and the Waiver and Requirements Determination.

12. Petitioner’s Obligations Regarding Water Facilities. Petitioner agrees to design and construct (i) a 24” public water line along the northern side of Route 360 from Foxclub Parkway to Otterdale Road, (ii) a 30” public water line along the northern side of Route

360 from Otterdale Road to Grange Hall School and (iii) a 2.0 mg elevated water tank and all piping and appurtenances necessary to connect to the 30" water line to be constructed along the northern side of Route 360 on a site to be identified as provided herein to serve the Lower Magnolia Green Property. The water tank shall be constructed in accordance with the County's standard plans and specifications in effect as of the date of this Petition. The County shall use diligent efforts to acquire a site for the water tank at an appropriate location in the vicinity of Route 360 and Otterdale Road; provided, however, if the County is unable to acquire such a site on terms acceptable to the County, Petitioner agrees to dedicate a site within the Lower Magnolia Green Property or within other property which may be acquired by Petitioner of sufficient size to accommodate the water tank, not to exceed 3.0 acres, at a location to be mutually agreed upon by Petitioner and the County, it being understood that, in all events, a site located within the northern portion of Parcel S as shown on the Conceptual Plan shall be acceptable to the County. The location of the site for the water tank shall be agreed upon no later than October 31, 2008 and the water tank shall be completed no later than May 1, 2010, subject to extension for reasons beyond the control of Petitioner. Petitioner's construction of the 24" and 30" water lines shall be subject to payment by the County of cost rebates in accordance with standard County policies; provided, however, cost rebates for oversizing of the water line extension west of Otterdale Road shall, in all events, be provided for line size in excess of 24".

Respectfully submitted,

PETITIONER:

**MAGNOLIA GREEN DEVELOPMENT,
LLC**, a Virginia limited liability company

By: **MAGNOLIA GREEN DEVELOPMENT
MEMBER, LLC**, a Virginia limited liability
company, Manager

By: MAGNOLIA GREEN DEVELOPMENT
HOLDINGS, LLC, a Virginia limited liability
company, Manager

By: RAYKAT, INC., a Virginia corporation,
Manager

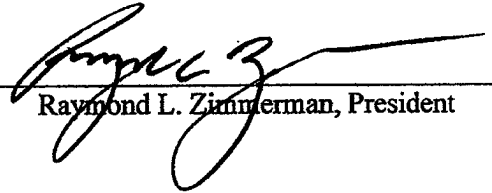
By: 
Raymond L. Zimmerman, President

EXHIBIT A

DESCRIPTION OF COMMUNITY DEVELOPMENT AUTHORITY DISTRICT BOUNDARIES

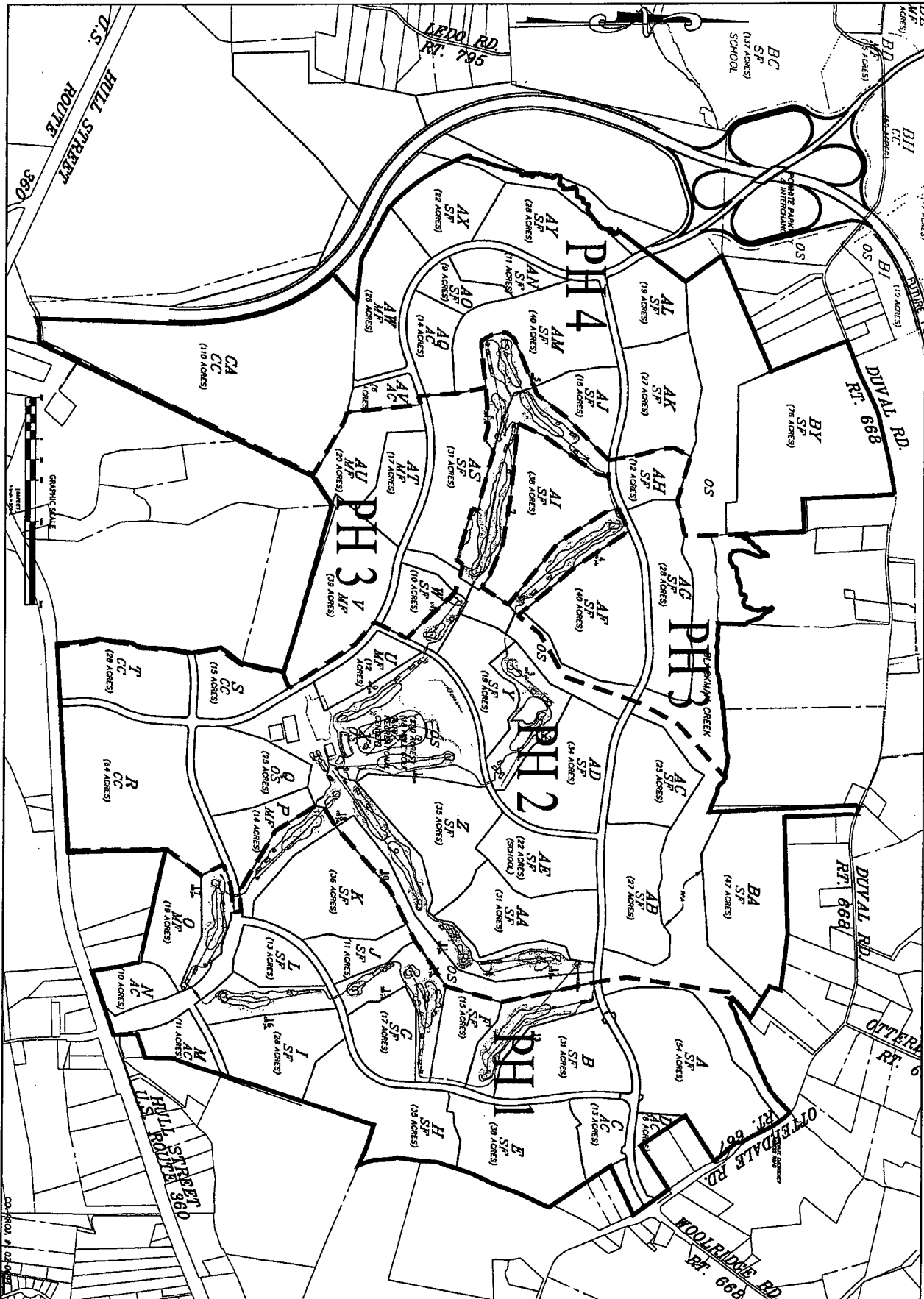
Legal Description

All those certain parcels of land lying and being in Chesterfield County, Virginia, and being known, numbered and designated as Parcel "A ", 1664.283 +/- acres, Parcel "B", 122.976 acres and Parcel "C", 109.331 acres and as shown on that certain plat of survey entitled "ALTA/ACSM LAND TITLE SURVEY SHOWING 1896.590 +/- ACRES OF LAND LYING NORTH OF HULL STREET ROAD, U.S. ROUTE 360", dated March 10, 2006 by Timmons Group, which plat of survey is recorded in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia in Plat Book 164, pages 87 through 94.

BEING the same property conveyed to Magnolia Green Development, LLC by deed from Salvatore J. Cangiano, dated March 16, 2006, recorded March 17, 2006 in Deed Book 7007, page 1800.

<u>Tax Map Parcel Number</u>	<u>Owner</u>	<u>Acreage</u>
703-667-2227	Magnolia Green Development, LLC	1664.283
703-667-2274	Magnolia Green Development, LLC	122.976
698-669-6309	Magnolia Green Development, LLC	109.331

The property to be included within the District is also illustrated on the drawing attached hereto as Exhibit A-1



TIMMONS GROUP

LOWER MAGNOLIA GREEN CONCEPTUAL PLAN

MATODACA DISTRICT - CHESTERFIELD COUNTY, VIRGINIA

LOWER MAGNOLIA GREEN - TRACT CLASSIFICATION LAYOUT

YOUR VISION ACHIEVED THROUGH OURS.

VIRGINIA NORTH CAROLINA WEST VIRGINIA

THIS DRAWING PREPARED AT THE
CORPORATE OFFICE
711 N. Courthouse Road | Richmond, VA 23234-1699
TEL 804.794.2000 FAX 804.794.7033 www.Bentley.com

Site Development | Residential | Infrastructure | Technology

REVISION DESCRIPTION

DATE	REVISION DESCRIPTION

DATE	2/1/07
DRAWN BY	A. KATZMAN
CHECKED BY	S. BENTLEY
SCALE	1" = 50'
SHEET NO.	635354
TOTAL SHEETS	11

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EXHIBIT B

LOWER MAGNOLIA GREEN CONCEPTUAL PLAN

GENERAL NOTES:

LAND USE: RESIDENTIAL
 ZONING CASE #: 88SN0343
 TENTATIVE CASE #: 02SN0153
 GPIN #: 7038672270
 OWNER/DEVELOPER: MATOACA GREEN DEVELOPMENT, LLC
 1001 BUILDERS DRIVE, SUITE 100
 CHESTERFIELD COUNTY, VA 23163
 PHONE: (703) 962-5299
 FAX: (703) 962-5293
 EMAIL: CDM@MATOACAGREEN.COM

PM ID: # 703-572-2270-0000
 ZONING CASE #: 88SN0343
 TENTATIVE CASE #: 02SN0153
 GPIN #: 7038672270
 OWNER/DEVELOPER: MATOACA GREEN DEVELOPMENT, LLC

THIS IS A 1.888 ACRE A PIECE OF PROPERTY LOCATED IN THE MATOACA DISTRICT OF MATOACA GREEN DEVELOPMENT, LLC. THE PROPERTY IS BOUND BY OTTERDALE ROAD, ROUTE 647, AND ON THE NORTH AND WEST SIDE BY OTTAWA ROAD, ROUTE 648.

LOWER MAGNOLIA GREEN

CONCEPTUAL PLAN

MATOACA DISTRICT

CHESTERFIELD COUNTY, VIRGINIA



VICINITY MAP
 Scale: 1" = 500'

Magnolia Green Development, LLC

OWNER & DEVELOPER

MAGNOLIA GREEN DEVELOPMENT, LLC
 STEVEN F. VALDIVIESO
 5423 HENNEMAN DRIVE, SUITE B
 NORFOLK, VA 23513
 (757) 962-5299 (PHONE)
 (757) 962-5293 (FAX)

Sheet Number	Sheet Title
C1	COVER SHEET
M1	LOWER MAGNOLIA GREEN TRACT
U1	LOWER MAGNOLIA GREEN TRACT
P1	OFFICIAL UTILITY PLAN
T1	PLANNED FACILITY & IMPROVEMENT ACCESS PLAN
	THUNDERBOLT IMPROVEMENT PLAN

ZONING CASE #: 88SN0343
 TENTATIVE CASE #: 02SN0153
 GPIN #: 7038672270
 7038672274
 88868686308

TIMMONS GROUP

LOWER MAGNOLIA GREEN CONCEPTUAL PLAN
 MATOACA DISTRICT - CHESTERFIELD COUNTY, VIRGINIA

COVER SHEET

YOUR VISION ACHIEVED THROUGH OURS.

VIRGINIA NORTH CAROLINA WEST VIRGINIA
 THIS DRAWING PROVIDED BY THE
 CORPORATE OFFICE
 1001 BUILDERS DRIVE, SUITE 100
 CHESTERFIELD COUNTY, VA 23163
 TEL: 804.260.6529 FAX: 804.260.1375 www.timmons.com

Site Development Residential Infrastructure Technology

DATE	REVISION DESCRIPTION





TIMMONS GROUP

LOWER MAGNOLIA GREEN CONCEPTUAL PLAN

MAYOCCA DISTRICT - CHESTERFIELD COUNTY, VIRGINIA

LOWER MAGNOLIA GREEN - TRACT CLASSIFICATION LAYOUT

THIS DESIGN IS A DESIGN THROUGH OURS.

VIRGINIA NORTH CAROLINA WEST VIRGINIA

THIS DRAWING PREPARED BY THE
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TEL: 804.794.3500 FAX: 804.794.3539 www.timmons.com

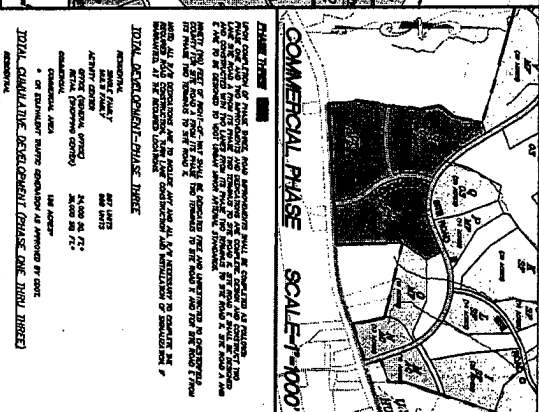
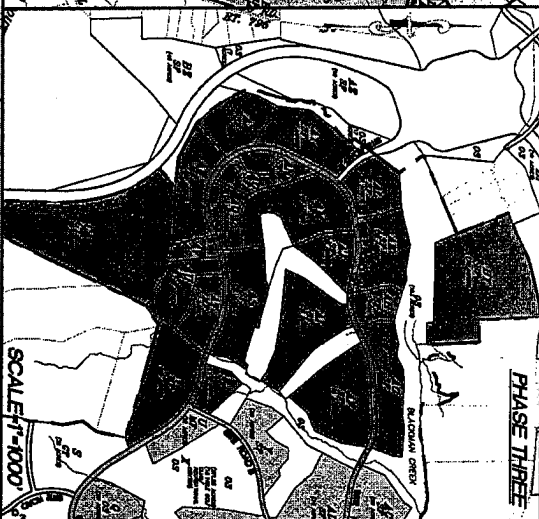
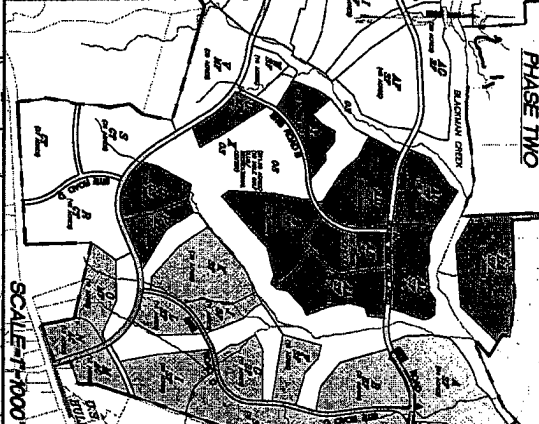
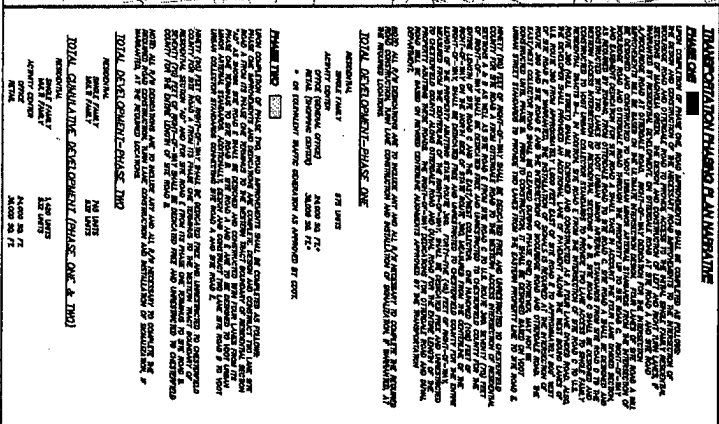
Site Development Residential Infrastructure Technology

DATE	REVISION DESCRIPTION



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CORRELATIVE FILES [153]

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DATE	LOWER MAGNOLIA GREEN CONCEPTUAL PLAN	SCALE	AS SHOWN
5/5/54	MATADAC DISTRICT • CHESTERFIELD COUNTY, VIRGINIA	1"=100'	CONCRETE
5/10/54	TRANSPORTATION PHASING PLAN		

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VIRGINIA NORTH CAROLINA WEST VIRGINIA		
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Site Development	Residential Infrastructure Technology	
DATE	REVISION DESCRIPTION	

EXHIBIT C

DESCRIPTION OF THE IMPROVEMENTS

Primary Improvements

The realignment, reconstruction and widening, including required utility relocations, engineering design and related consulting services, of Otterdale Road from its intersection with Hull Street Road (Route 360) to its intersection with Woolridge Road, approximately 1.18 miles and Woolridge Road from its intersection with Otterdale Road up to the western terminus of, but not including, the existing causeway crossing the Swift Creek Reservoir, approximately 2.73 miles, as further shown on the map attached hereto as Exhibit C-1 (the "Primary Improvements"). These portions of Otterdale and Woolridge Roads will be expanded to four lanes as median divided roadways, with turn lanes, substantially in accordance with the design specifications shown on the plan dated March 22, 2007, prepared by Timmons Group, entitled "Woolridge Road Typical Sections, a copy of which is attached hereto as Exhibit C-2 as a part hereof (subject to modifications mutually agreed upon by the County, the Petitioner and the CDA), and shall include construction of required stormwater management basins. Landscaping shall include seeding of grass within the median and areas disturbed by construction activities and such other reasonable landscaping requested by the County up to \$350,000, if sufficient bond proceeds are available. No sidewalks or bike lanes shall be installed and utility work shall be limited to relocation of existing facilities. \$25,000,000 of the proceeds of the bonds will be allocated to the costs of the Primary Improvements. In addition, any remaining proceeds after payment of all other costs of the CDA, including construction of the Additional Improvements (as described herein) to the extent of the proceeds allocated thereto, shall be available for payment of the costs of the Primary Improvements.

The County will be responsible, at no cost to the Petitioner or the CDA, for (i) obtaining all rights of way and easements required for construction of the Primary Improvements, including required utility relocations and required stormwater management basins which may include off-site basins and basins designed to accept stormwater run-off from property in the watershed but not included in the CDA, (ii) obtaining all permits required from VDOT for the Primary Improvements, including providing any bonds required in connection with such permits, (iii) all wetlands permitting and mitigation requirements for the Primary Improvements from the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality, including providing any required bonds, and (iv) payment or waiver of all County fees relating to the approval of all plans relating to the Primary Improvements. The Petitioner will be responsible for providing plans, satisfactory to the County, for the necessary right of way acquisition and construction both of the Primary Improvements and the Additional Improvements. The plans shall include, but not be limited to, utility relocation plans, storm water management basins, wetland delineation and mitigation and all other customary right of way acquisition and construction plan requirements. The plans will be provided to the County in a time frame acceptable to the County. The Petitioner shall also provide any re-design of the plans required by any governmental entity, including the County, provided that the County shall complete its review of each set of plans and make any

comments regarding redesign within thirty (30) days after the plans are submitted to the County and shall use diligent efforts to cause VDOT to do the same.

The County shall have eighteen (18) months from the time it receives from the Petitioner plans sufficient for the acquisition of right of way for the Primary Improvements in a form that can be approved by VDOT (approximately 80% complete) in which to acquire the right of way and easements and obtain the permits (the "Right of Way Acquisition Period"). The 18-month period shall begin to run from the date when the County's Director of Transportation certifies that he has received plans which are in approvable form. If the County has not obtained the easements, rights of way and permits within the Right of Way Acquisition Period, the County will be responsible for payment of all costs relating to the Improvements in excess of that portion of the bonds allocated to the Primary Improvements or otherwise available to pay the costs of the Primary Improvements or, if the County is unable or unwilling to pay such costs, the Improvements will be modified, as directed by the County, as necessary to limit the costs to be paid by the CDA for the Improvements to such amounts.

Generally contemporaneous with the construction of the Primary Improvements and subject to appropriation by the Board of Supervisors, the County, at no cost to the Petitioner or the CDA, shall construct an extension of Woolridge Road from the terminus of the Primary Improvements across the Swift Creek Reservoir to Genito Road as a four lane roadway.

In order to maximize the benefits of the CDA to the County, the CDA will agree that any portion of the Primary Improvements which are to be constructed by others pursuant to zoning conditions or other commitments to the County may be excluded from the Primary Improvements to be constructed by the CDA at any time within nine (9) months after establishment of the CDA provided that the County agrees to cause the construction of such excluded Primary Improvements to be completed by the date projected for completion of the Primary Improvements by the CDA. In such event, the CDA shall pay to the County the net savings from elimination of such portion of the Primary Improvements which funds shall be used by the County for the extension of Woolridge Road across the Swift Creek Reservoir to Genito Road or for the costs incurred by the County relating to the rights of way and approvals to be obtained by the County for the Primary Improvements.

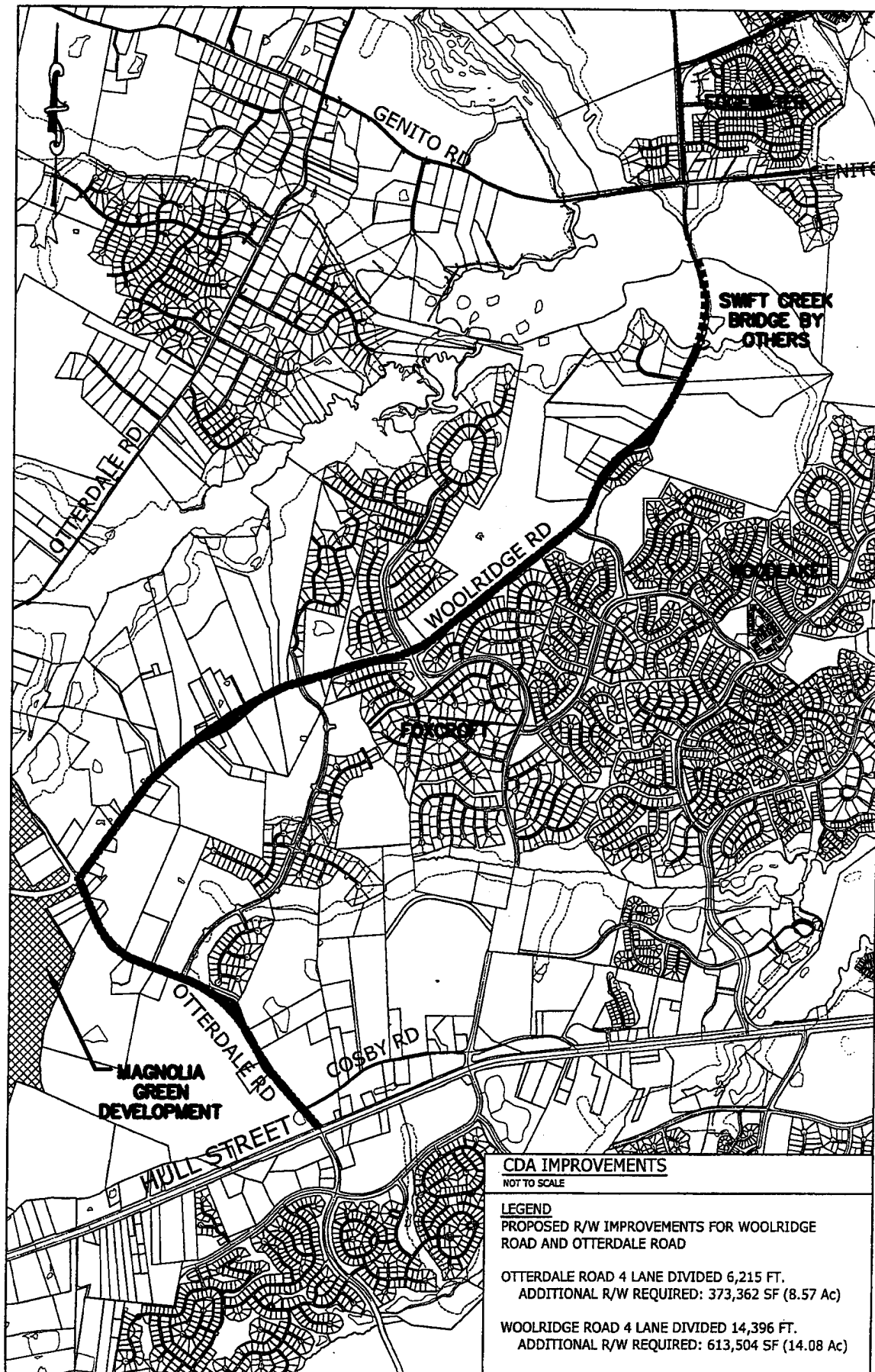
Additional Improvements

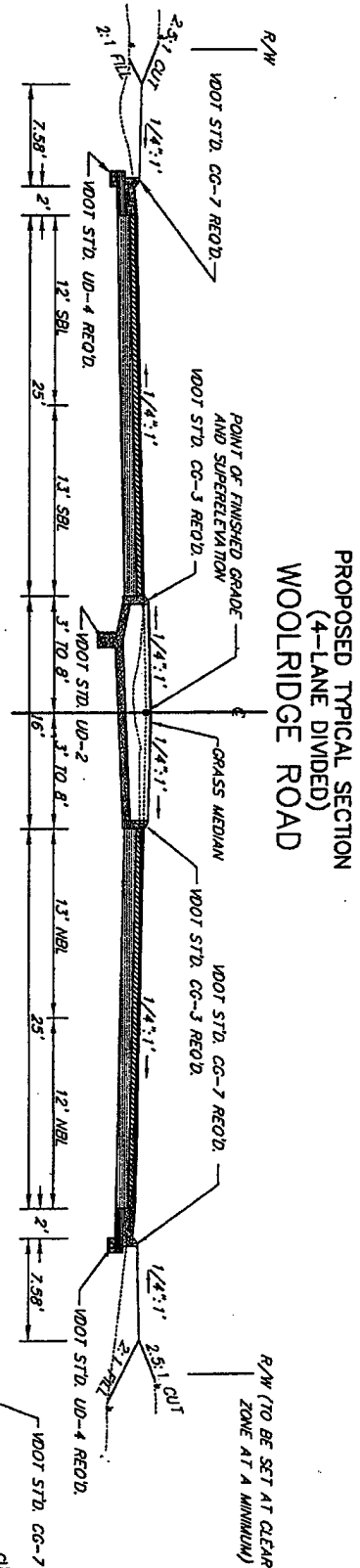
The CDA shall also construct additional improvements (the "Additional Improvements") consisting of (i) improvements to Woolridge Road from approximately station 10+00 to station 12+00 at the Woolridge Road entrance to Magnolia Green in accordance with the plans dated September 14, 2001, last revised July 31, 2006, prepared by Timmons Group, entitled "Woolridge Road Extension To Magnolia Green" (ii) improvements to Route 360 consisting of an additional lane of pavement along the west bound lanes of Route 360 and intersection improvements at the Chain Tree Parkway entrance to Magnolia Green from approximately station 10+40 to station 12+50, all in accordance with the plans dated December 3, 2003, last revised April 20, 2007, prepared by Timmons Group, entitled "Weeping Willow Drive & Chain Tree Parkway", (iii) improvements to Route 360 consisting of an additional lane of pavement along the west bound lanes of Route 360 in an area beginning at the western

terminus of the lane identified in (ii) and extending approximately one thousand feet west of Site Road D identified in the zoning of the Magnolia Green property, the exact location of such improvements to be mutually agreed upon by the County and landowner, (iv) improvements to Route 360 consisting of improvements at the intersection of Route 360 and Site Road D identified in the zoning of the Magnolia Green property (not to exceed 200 linear feet from the Route 360 right of way), the exact location of such improvements to be mutually agreed upon by the County and landowner, and (v) a traffic signal at the intersection of Hull Street Road and the Chain Tree Parkway entrance to Magnolia Green (across from Baldwin Creek Road) if warranted. A maximum of \$2,100,000.00 of the proceeds of the bonds will be allocated to the costs of the Additional Improvements and the Landowner will be responsible for payment of any additional costs of such Additional Improvements.

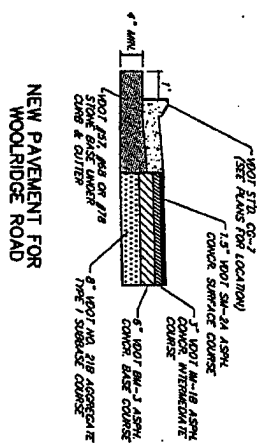
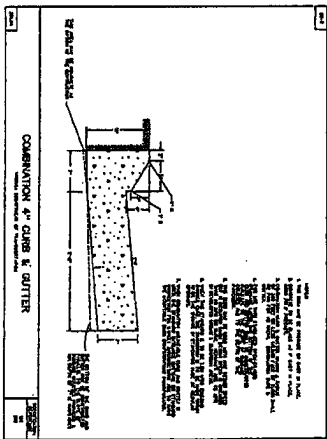
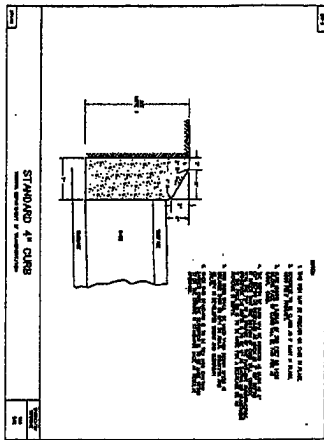
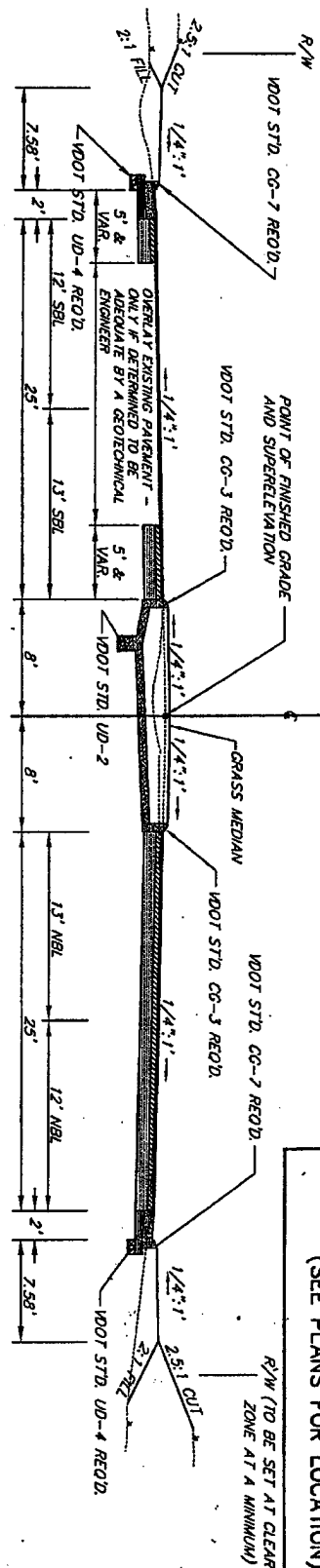
General

All work to be performed by the CDA and the County is to be performed as soon as practical in accordance to a schedule to be agreed upon by the CDA and the County and diligently pursued to completion. The Petitioner acknowledges that construction of the traffic signal described as Additional Improvement number (v) cannot take place until VDOT has approve placement of a traffic signal at that location based upon VDOT standards for the placement of traffic signalization.





PROPOSED TYPICAL SECTION
(4-LANE DIVIDED)
WOOLRIDGE ROAD



RIGHT TURN LANE
(SEE PLANS FOR LOCATION)

R/W (TO BE SET AT CLEAR
ZONE AT A MINIMUM)

TIMMONS GROUP 

WOOLRIDGE ROAD IMPROVEMENTS

WOOLRIDGE ROAD TYPICAL SECTIONS

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YOUR VISION ACHIEVED THROUGH OURS

THIS DRAWING PREPARED AT THE
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Site Development	Residential	Infrastructure	Technology
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DATE	REVISION DESCRIPTION
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DATE	3-22
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07

EXHIBIT D

DESCRIPTION OF ELEMENTARY SCHOOL REQUIREMENTS

93,400 square foot, one story building
Bus loop with diagonal parking for 20 buses
155 parking spaces for staff and public
Student drop-off area
Multi-purpose field (160' x 300')
Baseball/softball field
Two paved play areas